RECEIVED

Val Cain

FEB 0 2 2009

Campaign Finance Disclosure Statement State of South Dakota

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S.D. State of STATE

County, municipal and school candidates file in the office where you filed your nominating petition.

Statewide PACs, political party, ballot question and other committees file statement with the S.D. SEC. OF STATE FEB 0 2 3039 Secretary of State's Office.

Mail to Secretary of State's Office, Election Department, 500 E Capitol Ave., Ste. 204, Pierre, SD 57501-5070, fax to 605-773-6580 or email to kea.warne@state.sd.us Fax and email images must contain the signature and the original must be filed in our office within one week following the date the fax/email was received.

Check here if you are a legislative candidate filing a pre-primary or pre-general report and received and spent less than \$10,000. If so, you only need to complete all of page 1 and lines 2 and 7 on page 8 of this report.

See pages 28-30 of the Guideline Book for specific instructions on completing this report.

Name of Committee:	OTE NO ON 11		
Complete Street and Postal Ac	ddress: 433 S. BEV	ERLY DRIVE, BEVERLY HILLS,	CA 90212
Name of Person Making Repo	rt: VALERIE	CAIN	
Daytime Phone Number: (310) 556-2500	Evening Phone Number:	(310) 556-2500
Email Address: VCAIN@FE	MINIST.ORG		
If you are a candidate, what of	ffice are you seeking		
If you are a ballot question conwith during the reporting peri INITIATED MEASURE 11 (OF	od and whether the	ich measure(s) the committee was measure was supported or oppose	involved d.
Type of Campaign Statement: Pre-election, year-end, mid-year(fo		amendment, supplement or terminatio	n

The following verification must be completed before submitting report.

VERIFICATION OF PERSON MAKING REPORT

I, VALERIE CAIN _(type name), certify that I have examined this report and to the best of my knowledge and belief it is true, correct and complete. I also understand that failure to timely file any statement, amendment, or correction required subjects the treasurer responsible for filing to a civil penalty of fiftyu dollars per day for each day that the statement remains delinquent.

ann

Date:

2.2.2009

Revised June 2007

Ver £.03

Signature of Treasurer

Filed this

SECRETARY OF STATE

day of

Schedule A - Direct Contributions

This schedule is used for reporting all direct contributions. You must keep a record of all contributors, but for this report you may combine all contributions of \$100 or less from individuals and enter this sum as unitemized contributions on the first line below. Any contribution of more than \$100 or aggregate during a calendar year from an individual and all contributions from political parties and PAC's must be entered as a separate item (itemized) giving the amount, name, residence address, city and state of the contributor. Any contribution from a federal political committee or political committee organized outside this state shall also include the name and internet website address of the filing office where the committee regularly files. Each type of contributor has their own section for

Unitemized Contributions from Individuals:

\$11,272.29

Itemized Co	ontributions	from	Individuals:
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Name COLETTE BROOKS	Residence Address	Amount
MARTHA COLLINS	10 17TH AVENUE, SAN FRANCISCO, CA 94121	\$150.00
MARTHA COLLINS	66 MARTIN STREET #3, CAMBRIDGE, MA 02138	\$150.00
JUDY CUNNINGHAM		(\$300 aggregate)
NANCY DEARMAN	3631 BRIDLEWOOD WAY, ROSEVILLE, CA 95747	\$200.00
NAME T DEARWAN	975 MEMORIAL DRIVE #207, CAMBRIDGE, MA 02138	\$150.00
JENNIFER DONOVAN	70.05 (40TH OTDET #=0	(\$750 aggregate)
SARA EMLEY	72-35 112TH STREET #7C, FOREST HILLS, NY 11375	\$150.00
NORMA JEAN FALINK	4303 PEACHWAY DRIVE, DURHAM, NC 27705	\$150.00
NONIA SEAN FACIUM	5792 7TH STREET NE, FRIDLEY, MN 55432	\$50.00
NANCY FRIEDMAN	COA VERNON CAREET CANADA	(\$150 aggregate)
TANCT FREDWAN	631 VERNON STREET, OAKLAND, CA 94610	\$75.00
SABRINA GOGOL	4000 OF ALDED DOOR	(\$125 aggregate)
KATHLEEN KNEPPER	1826 SE ALDER, PORTLAND, OR 97214	\$150.00
DIANNE LANÉ	1504 GLENCAIRN COURT, COLUMBIA, MO 65203	\$200.00
DIAMNE LANE	3509 UDALL STREET, SAN DIEGO, CA 92106	\$100.00
BARBARA LAWRENCE		(\$150 aggregate)
	383 S. MIDDLEBUSH ROAD, SOMERSET, NJ 08873	\$150.00
JESSICA LEDBETTER SUSAN LORD	575 STATE ROUTE 88, GARDNERVILLE, NV 89460	\$1,000.00
MARTHA MCDONALD	1717 SAN VICENTE BLVD., SANTA MONICA, CA 90402	\$300.00
	405 SCENIC HIGHWAY, LOOKOUT MOUNTAIN, TN 37350	\$300.00
UNKO NAGANO	4 THOMAS STREET, ARLINGTON, MA 02474	\$150.00
UNICE NOELL-WAGGONER	9027 NW BARTHOLOMEW DRIVE, PORTLAND, OR 97229	\$150.00
SUSAN PAYNE	2107 WILSON STREET, AUSTIN, TX 78704	\$200.00
BRENDA POMERANCE	310 W. 52ND STREET, STE. 27B, NEW YORK, NY 10019	\$25.00
NIEDON		(\$125 aggregate)
SHERRILL REDMON	6 WEST STREET, NORTHAMPTON, MA 01060	\$50.00
		(\$150 aggregate)
POLLY ROTHSTEIN	140 LINCOLN AVENUE, PURCHASE, NY 10577	\$150.00
OLEEN SCHERF-GHARA	118 GARNET AVENUE, NEWPORT BEACH, CA 92662	\$1,100.00
ANET SINGER	30 HOWARD STREET, SOMERVILLE, MA 02144	\$250.00
LEANOR SMEAL	900 N. STAFFORD ST. #2230, ARLINGTON, VA 22203	\$300.00
SUSAN VAN TREES	1117 OCEAN PARK BLVD. #D. SANTA MONICA CA 90405	\$300.00
RICHARD VINCENT	1001 JUNE STREET, SANTA PAULA, CA 93060	\$50.00
		(\$150 aggregate)
ARAH VOGEL	43 MONTCLAIR AVE., MONTCLAIR, NJ 07042	\$150.00
		(\$200 aggregate)
IARCIA WEBER	138 WEST HILL TERRACE, PAINTED POST, NY 14870	\$150.00
ISA WHITE	12061 WETHERSFIELD CT RESTON VA 20191	\$150.00
EMINIST MAJORITY FOUNDATION	433 S. BEVERLY DRIVE, BEVERLY HILLS, CA 90212	\$7,311.00
otal of Itemized Contributions fr		\$13,761.00

Schedule A - Direct Contributions (continued)

Party Name	Address	Amount
		Amount
Total Contributions from Political Parties:		\$0.0
Itemized Contributions from South Dakot	a Political Action Committees (PAC's) or South Dake	ota Candidata
The state of the s	d.	oandidate
PAC Name	Address	Amount
		Antodit
		_
otal Contributions from South Dakota Political Acti	on Committees and South Dakota Candidate Committees:	\$0.00

Itemized Contributions from Federal Political Action Committees or Political Action Committees and Candidate Committees organized outside of South Dakota. The internet website address of the filing office where the committee regularly files their campaign finance report must be listed.

PAC Name	Internet Website Address	Amount
		_
***************************************		***********
		
		_
	state Political Action and Candidate Committees:	\$0

Total of All Direct Contributions:

\$25,033.29

Schedule B - In Kind Contributions

Report all non-cash contributions of goods or services and the estimated fair market value. If the contribution is from a federal political committee or political committee organized ourside this state, list the name and interent website address of the filing office where the committee regularly files their campaign finance report.

Description of Non-Cash Contribution	Name and Residence Address of Name and Internet Website Address	Estimated value
	Total of In Kind Contributions:	\$0.00

Schedule C - Other Income

Use this schedule to report any refunds, rebates, interest earned, sale of property or other income which is not a direct contribution.

Source of Income	Description of Income	Amount
	14	
	Total:	\$0

Schedule D - Establishing and Administration of Committee/Solicitation Costs

List a categorical description and the estimated value of funds or donations by any organization to its political committee for establishing and administering the political committee or soliciation costs of the political committee.

Organization Name and Categorical Description for Direct Funds	Estimated Value
FEMINIST MAJORITY FOUNDATION - LEGAL EXPENSES	\$3,499.28
	
Total of Administration/Solicitation Co	cto: 67 400 00
. Star of Administration Co	sts: \$3,499.28

Total Expenditures:

\$25,033.29

Schedule E - Expenditures

This schedule is to report all expenditures relating to a candidate's campaign. Line items have been provided for Contributions Made to Candiates and Committees Expenses Item Name of Candidate or Committee
SOUTH DAKOTA CAMPAIGN FOR HEALTHY FAMILIES Amount Advertising \$13,292.39 Consulting Postage \$337.55 Printing \$103.95 Rent Salaries \$7,903.00 Telephone \$551.05 Travel \$2,507.07 Utilities Interest Paid Office Supplies \$193.28 Contribution Refunds \$145,00 Other 1 Entry to Events

Schedule F - Debts and Obligations Owed by Committee

This schedule is to report all of the committee's obligations which are incurred but unpaid at the end of the reporting period. If a service has been contracted but not billed, estimate the amount of the obligation. You must include the terms, interest rate and repayment schedule of each loan and the nature of each obligation.

Owed to - Lender's Name	Nature of Obligation or Terms of Loan	Street Address, City and State	Amount
			\$0.
			-
			
-			
			-
		Total Obligations:	\$0.0

Schedule G - Loans Owed to Committee

This schedule is to report the amount of each loan owed to the political committee or political party. The amount of each loan made during the reporting period and the balance of each loan owed to the committee at the end of the reporting period must be itemized.

Name of Recipient of Loan, Street Address, City and State	Amount of Loan Made During the Reporting Period	Amount of Loan Repaid During the Reporting Period	Balance of Loan at the End of the Reporting Period
Totals:	\$0.00	\$0.00	\$0.00

Summary Page

This summary sheet will give a brief outline of all campaign finance activity during this reporting period.

1.	Amount on hand, if any, at the beginning of the reporting period	od:	\$0.00
2.	Receipts		
	Schedule A - Direct Contributions	\$25,033.29	
	Schedule B - In-Kind Contributions	\$0.00	
	Schedule C - Other Income	\$0.00	
	Schedule D - Establishing/Administration of Committee	\$3,499.28	
	Total of all Receipts	\$28,532.57	
3.	Total Monetary Receipts		\$25,033.29
4.	Candidate's Personal Contribution to Own Campaign		\$0.00
5.	Monetary Loans to Candidate or Committee During Reporting	Period	\$0.00
6.	Monetary Loans Repaid During Reporting Period		\$0.00
7.	Expenditures - Schedule E		\$25,033.29
8.	Debts and Obligations Owed by Committee - Schedule F \$0	0.00	
9.	Monetary Loans Made by the Committee During the Reporting	Period - Schedule G	\$0.00
10.	Monetary Loans Repaid to Committee During the Reporting Pe	eriod - Schedule G	\$0.00
11.	Amount on hand at the close of this reporting period. *		\$0.00

^{*}Note: You cannot end the reporting period with a negative balance.

If you are a ballot question committee which received a contribution from an organization, please attach to this campaign finance disclosure statement, the Ballot Question Statement you received from the organization.